

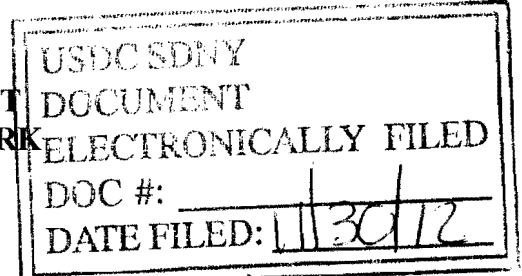
# **EXHIBIT 14**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE THE BEAR STEARNS COMPANIES,  
INC. SECURITIES, DERIVATIVE, AND  
ERISA LITIGATION

This Document Relates To:

Securities Action, 08 Civ. 2793 (RWS)



Master File No.  
08 MDL No. 1963 (RWS)

**[PROPOSED] ORDER APPROVING  
PLAN OF ALLOCATION OF  
SETTLEMENT PROCEEDS AS TO  
THE BEAR STEARNS SETTLEMENT**

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THIS MATTER having come before the Court on September 19, 2012 on the application of the Lead Plaintiff for approval of the Stipulation and Agreement of Settlement with the Bear Stearns Defendants, as amended (the "Stipulation"); the Court having considered all papers filed and proceedings had herein and otherwise being fully informed;

NOW, THEREFORE, IT IS HEREBY ORDERED that:

1. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, the Court hereby finds and concludes that due and adequate notice was directed to persons and entities who are Settlement Class Members advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to persons and entities who are Settlement Class Members to be heard with respect to the Plan of Allocation.


2. The Court hereby finds and concludes that the Plan of Allocation for the calculation of the claims of Authorized Claimants that is set forth in the Notice of Pendency of Class Action and Proposed Settlements with the Bear Stearns Defendants and Deloitte and Motion for Attorneys' Fees and Expenses (the "Notice") disseminated to Settlement Class

Members provides a fair and reasonable basis upon which to allocate the Net Settlement Fund among Settlement Class Members. The objection to the Plan of Allocation is overruled.

3. The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is, in all respects, fair, reasonable, and adequate and the Court hereby approves the Plan of Allocation.

IT IS SO ORDERED.

Dated: 11-29, 2012

  
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Honorable Robert W. Sweet  
UNITED STATES DISTRICT JUDGE